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Attorneys for Debtors
 and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11 Case No.
	:	
LEXINGTON PRECISION CORP., <u>et al.</u>,	:	08-11153 (BRL)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF PRESENTMENT STIPULATION AND AGREED ORDER
 BETWEEN DPH HOLDINGS CORP. AND LEXINGTON RUBBER GROUP,
 INC. RESOLVING THE CURE CLAIM OF LEXINGTON RUBBER GROUP, INC.**

PLEASE TAKE NOTICE that, on **November 5, 2009 at 12:00 p.m. (New York Time)**, Lexington Rubber Group, Inc., as debtors and debtors in possession in the above-captioned chapter 11 cases, shall present the attached stipulation and order (the “*Stipulation and Order*”) between Lexington Rubber Group, Inc. and DPH Holdings Corp for entry, to the Honorable Burton R. Lifland, United States Bankruptcy Judge at the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that any objections or responses to the Stipulation and Order, if any, must (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the

Southern District of New York (the “***Bankruptcy Court***”); and (c) set forth the name of the objecting party, the basis for the objection, and specific grounds therefore.

PLEASE TAKE FURTHER NOTICE that all objections and responses must be filed with the Bankruptcy Court no later than **November 5, 2009 at 11:00 a.m. (New York Time)**. In accordance with General Order M-242, registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. General Order M-242 may be found at www.nysb.uscourts.gov. All other parties-in-interest must file their objections and responses on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format) and deliver a hard copy directly to the chambers of Judge Burton R. Lifland.

PLEASE TAKE FURTHER NOTICE that all objections and responses must be served, so as to be received no later than **November 5, 2009, at 11:00 a.m. (New York Time)**, upon: (a) the Debtors, Lexington Precision Corporation, 800 Third Ave. 15th Floor, New York, New York 10023 (Attn: Michael A. Lubin), (b) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Victoria Vron and Conray C. Tseng); (c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg); (d) attorneys for the Debtors’ prepetition lenders, Waller, Landsden, Dortch & Davis LLP, 511 Union Street, Suite 2700, Nashville, Tennessee, 37219 (Attn: John C. Tishler); (e) attorneys for the statutory creditors’ committee, Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Paul Silverstein); (f) attorneys for Debtors’ postpetition lenders, O’Melveny & Meyers, LLP, Times Square Tower, 7 Times Square, New York, New York 10036 (Attn: Gerald Bender) and (g) counsel to DPH Holdings Corp., Skadden, Arps, Slate, Meager &

Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Attn: Ron E. Meisler and Carl T. Tullson).

Dated: November 2, 2009
New York, New York

/s/ Adam P. Storchak

Richard P. Krasnow

Adam P. Storchak

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
DPH Holdings Corp. <u>et al.</u> ,	: 05-44481 (RDD)
	:
Reorganized Debtors.	: (Jointly Administered)
-----X	
In re	: Chapter 11 Case No.
	:
Lexington Precision Corp. <u>et al.</u> ,	: 08-11153 (BJL)
	:
Debtors.	: (Jointly Administered)
-----X	

**STIPULATION AND AGREED ORDER BETWEEN
DPH HOLDINGS CORP. AND LEXINGTON RUBBER GROUP, INC.
RESOLVING THE CURE CLAIM OF LEXINGTON RUBBER GROUP, INC.**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (the “*Reorganized Debtors*” or “*DPH Holdings*”) and Lexington Rubber Group, Inc. (“*Lexington*” and together with DPH Holdings, the “*Parties*”), each chapter 11 debtors, jointly submit this Stipulation and Agreed Order between DPH Holdings and Lexington (the “*Stipulation and Order*”) in their respective chapter 11 cases and respectfully represents as follows:

RECITALS

A. Prior to the petition date of Delphi Corporation’s (“*Delphi*”) chapter 11 cases, Lexington and Delphi entered in to certain contracts and purchase orders (collectively, the “*Contracts*”) pursuant to which Lexington supplied Delphi with various materials that are directly incorporated into certain products.

B. On March 10, 2008, Lexington filed a pleading (the “*Cure Claim*”

Pleading”)¹ in the Reorganized Debtors’ chapter 11 cases asserting a cure claim (the “*Cure Claim*”) in the amount of \$360,000 relating to the assumption of the certain contracts.

On April 24, 2008, the Debtors objected to Lexington’s Cure Claim.² Some of the contracts have since expired by their own terms. Accordingly, such contracts will no longer be assumed and cure amounts with respect to such expired contracts are no longer due to Lexington.

C. Pursuant to that certain First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtor-in-Possession, (as modified, the “*Modified Plan*”),³ Delphi Corporation, together with certain of its subsidiaries and affiliates (the “Debtors”) proposed to assume and assign certain of the following contracts: D0550059225, D0550059226, D0550059227, D0550059228, PEDP4020006, PEDP4020146, PEDP4020148, PEDP4020192 (the “*Assumed Contracts*”) in the Reorganized Debtors’ chapter 11 cases.

D. To resolve the Cure Claim and the Cure Claim Pleading, the Parties have engaged in subsequent good faith and arms’ length negotiations and have agreed that the following terms be binding on each of them.

STIPULATION AND ORDER

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED BY AND BETWEEN THE PARTIES THAT:

1. Each of the Parties hereby expressly represents and warrants that, subject to the Court’s approval in each of the Parties’ chapter 11 cases and entry of this Stipulation and

¹ Cure Claim of Lexington Rubber Group, Inc., dated March 10, 2008 Case No. 05-44481 [Docket No. 13034].

² Debtors’ (I) Omnibus Objection Pursuant to Confirmation Order, 11 U.S.C. §§ 105(a), 365, and Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted under Article 8.2(b) of Debtors’ Plan of Reorganization and (II) Request for Order Provisionally Allowing Certain Cure Proposals, dated April 24, 2008 Case No. 05-44481 [Docket No. 13459].

³ First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (as Modified), dated July 30, 2009 Case No. 05-44481 [Docket No. 18707].

Order, it has the requisite power, authority, and legal capacity to enter into and execute this Stipulation and Order.

2. In Case No. 05-44481, Lexington's Cure Claim shall be allowed in the amount of \$289,166.10 (the "*Allowed Cure Claim*").

3. Upon entry of this Stipulation and Order in both the Parties' chapter 11 cases (the "*Effective Date*"), DPH Holdings Corp. shall direct that payments be made to Lexington on account of the Allowed Cure Claim as soon as reasonably practicable and in accordance with the procedures set forth in the Modified Plan.

4. Upon the Effective Date, the Cure Claim Pleading shall be deemed withdrawn with prejudice.

5. This Stipulation and Order shall be governed, in all respects, by the laws of the State of Michigan, irrespective of its choice of law rules.

6. This Stipulation and Order may be executed in any number of counterparts, and all such counterparts, taken together shall be deemed to constitute one and the same instrument.

7. The Parties acknowledge that this Stipulation and Order is the joint work product of all of the Parties, and that, accordingly, in the event of ambiguities in this Stipulation and Order, no inferences shall be drawn against any Party on the basis of authorship of this Stipulation and Order. Further, the promises and covenants contained herein are not to be construed as an admission of liability by either Party.

8. This Stipulation and Order shall be binding on the Parties as of the Effective Date.

9. The Parties agree that Honorable Judge Robert D. Drain shall retain original and exclusive jurisdiction under in Case No. 05-44481 to adjudicate any disputes arising from or in connection with this Stipulation.

Dated: November 2, 2009
New York, New York

By: /s/ Ron E. Meisler

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
Telephone: 312-407-0700

*DPH Holdings Corp., et al.,
Reorganized Debtors*

SO ORDERED, this
____ day of November, 2009

HONORABLE ROBERT D. DRAIN

By: /s/ Adam P. Strochak

Adam P. Strochak
WEIL, GOTSHAL & MANGES LLP
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New York, New York 10153
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*Attorneys for
Lexington Rubber Group, Inc.*

SO ORDERED, this
____ day of November, 2009

HONORABLE BURTON R. LIFLAND